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9 Attorneys for WAYMO LLC

10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

12 WAYMO LLC,

13 Plaintiff,

14 vs.

15 UBER TECHNOLOGIES, INC.;  
16 OTTOMOTTO LLC; OTTO TRUCKING  
17 LLC,

18 Defendants.

CASE NO. 3:17-cv-00939-WHA

**DECLARATION OF MELISSA J. BAILY**

1 I, Melissa J. Baily, hereby declare as follows.

2 1. I am a member of the bar of the State of California and a partner with Quinn  
3 Emanuel Urquhart & Sullivan, LLP, counsel for Plaintiff Waymo LLC (“Waymo”). I make this  
4 declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and  
5 would testify competently as follows.

6 2. On May 4, 2017, on a telephonic conference regarding discovery issues with  
7 counsel for Defendants and Special Master John Cooper, I asked counsel for Defendants whether  
8 they would agree to produce the Acquisition Agreement. Counsel for Defendants did not  
9 substantively respond to my question or otherwise agree to produce the Acquisition Agreement.

10 3. On May 8, 2017, I spoke with Arturo Gonzalez, counsel for Defendants, by phone  
11 and again asked whether Defendants would agree to produce the Acquisition Agreement. Mr.  
12 Gonzalez said he had not yet thought about the issue enough to provide a position on whether  
13 Defendants would produce the Acquisition Agreement.

14 4. Attached hereto as Exhibit A is a true and correct copy of Defendants’ Objections  
15 and Responses to Plaintiff Waymo LLC’s Notice of Deposition of David Meall and Requests for  
16 Production of Documents and Things.

17 5. Attached hereto as Exhibit B is a true and correct copy of Defendants’ Objections  
18 and Responses to Plaintiff Waymo LLC’s Notice of Deposition of Asheem Linaval and Requests  
19 for Production of Documents and Things.

20 6. Attached hereto as Exhibit C is a true and correct copy of an email chain between  
21 counsel for Waymo and counsel for Defendants, subject “RE: Uber-Otto acquisition agreement.”

22 I declare under penalty of perjury under the laws of the State of California and the United  
23 States of America that the foregoing is true and correct.

24 DATED: May 8, 2017

/s/Melissa J. Baily

**SIGNATURE ATTESTATION**

Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the filing of this document has been obtained from Melissa J. Baily.

/s/ Charles K. Verhoeven  
Charles K. Verhoeven